**NYSARH Governance Committee Meeting**

**November 19, 2018**

**Board members present:** Claire Parde (Chair), Richard Merchant, Ann Battaglia and Carrie Roseamelia

**Staff members present:** None

**Call to Order:** Called to order by Claire Parde at 11:01am

**Discussion Summary:**

*Review Disclosure of Financial Interests Forms for new members*

The Disclosure of Financial Interests Forms submitted by the following four members were reviewed: Nancy McGraw, Tess Barker, Michael Pease, and David Riddell. The review of the forms was completed for McGraw, Barker and Riddell. **Claire will contact Michael Pease to request updates to the form, which will be reviewed at the December meeting.**

*Discussion of board-wide distribution and collection of Disclosure Forms*

The Committee agreed that the annual Corporate Compliance Training will be provided at next September’s Board Meeting and will include the dissemination of the Disclosure of Financial Interests Forms. This will allow new members to receive and complete the forms at the same time as all other members. It will also allow the Committee to provide members with completed prior year’s forms as a point of reference.

*Board Mentor Program*

The group revisited the Board Mentor Program Description that had been drafted, circulated and edited earlier in the fall. The Committee discussed how to implement the program. The Committee agreed that the next step is to assign each of the four new board members a mentor. All four meeting participants graciously volunteered to serve in this capacity, as follows:

* Richard Merchant for David Riddell
* Carrie Roseamelia for Tess Barker
* Ann Battaglia for Michael Pease
* Claire Parde for Nancy McGraw

Having the Governance Committee members serve as the first Board Mentors will ensure that the Committee has the direct influence over and knowledge of how the program is implemented in this first year. This will allow the Committee to make adjustments as needed. In subsequent years, it was agreed that it would be ideal to assign Board Mentors to new members at September’s Board Meeting.

**Claire will send an email to all new members and the board mentors to advise them about the launch of the Board Mentor Program, share the Mentor assignments and provide contact information. All the Mentors agreed to have at least one contact with their mentee by the time of our next meeting on December 17th.**

During this discussion, it was also mentioned how wonderful it was to chat with fellow board members during the lunch that preceded our board meeting and also during a working meeting immediately prior to the conference. It was agreed that we should endeavor to schedule a working meeting for board members prior to next year’s conference when they can assist staff in preparations. **Carrie and Claire will ensure this idea is conveyed to the Conference Committee and staff.**

*Committee Functions*

In response to an inquiry, Claire provided an overview of the Governance Committee’s role and responsibilities including, but not limited to, the following:

* ***Nominations and Elections***—A chief duty of the Governance Committee is to develop a slate of nominees for election. This includes analyzing the composition of the board, soliciting new board member applications, reviewing applications and selecting nominees, and facilitating the annual election process by the membership of the Association
* ***Bylaws***—The Governance Committee periodically reviews the corporate bylaws and suggests amendments to the Entire Board
* ***Compliance***—The Governance Committee ensures the Board’s compliance with the provisions of its bylaws, including rules on assembly and actions. It also has the chief responsibility for ensuring that the Board receives annual training on the organization’s Conflict of Interest Policy, which includes disseminating, collecting and reviewing Disclosure of Financial Interests Forms on an annual basis
* ***Board “Hygiene*”—**The Governance Committee also concerns itself with board systems, principles, and practices that help maintain the board’s “health” and good function
* ***Board member experience***—The Governance Committee concerns itself with the experience of board members, both new and returning. Its work in this area includes outreach and support to new members, both informally and as part of the Board Mentor Program, and ongoing engagement and support to returning members

Claire expressed her gratitude for the question and indicated that it signals the response should really be captured in a written document or charter. **Claire will draft and Ann graciously agreed to edit it.**

*Board portal*

Claire reported that Derrik quickly and ably initiated a board portal with the very competent help of Ashleigh McGowan from Health Workforce NY. **Claire will work with Derrik, Ashleigh and staff to ensure that it is utilized.**

**Adjournment:** Meeting was adjourned at 11:47am

**Next Meeting Date and Time:** Monday, December 17th at 11:00 a.m.